

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
:   
CORN EXCHANGE, LLC, : Case No. 09-10417  
:   
Debtor. :  
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**ORDER PURSUANT TO 11 U.S.C. § 327(a), FED. R. BANKR. P. 2014(a),  
2016(b), AND 5002, AND LOCAL RULE 2014-1 AUTHORIZING  
EMPLOYMENT AND RETENTION OF MILBANK, TWEED, HADLEY  
& M'CLOY LLP AS PRO BONO COUNSEL TO CORN EXCHANGE, LLC**

Upon the application, dated March 24, 2009 (the “Application”), of Corn Exchange, LLC (the “Corn Exchange”), debtor and debtor in possession in the above-captioned chapter 11 case, for entry of an order, pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), rules 2014(a), 2016(b) and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing the employment and retention of Milbank, Tweed, Hadley & M<sup>c</sup>Cloy LLP (“Milbank”) as the Corn Exchange’s *pro bono* counsel in this chapter 11 case, effective as of the commencement of this chapter 11 case (the “Petition Date”); and this Court having considered the Affidavit of Matthew S. Barr, sworn to on March 26, 2009, in support of the Application (the “Barr Affidavit”); and the Court being satisfied, based on the representations made in the Application and the Barr Affidavit, that Milbank represents or holds no interest adverse to the Corn Exchange or its estate with respect to the matters upon which Milbank is to be engaged and is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the

Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Corn Exchange and its estate and creditors; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED** that the Application is granted; and it is further

**ORDERED** that pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014-1, the Corn Exchange’s employment and retention of Milbank as its *pro bono* counsel on the terms set forth in the Barr Affidavit, effective as of the Petition Date, is approved.

Dated: New York, New York  
April 21, 2009

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE